

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 17892-L FILED 1425

AUG 2 1995 12 40 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 2, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Purchase and Assignment Agreement and Specification of Assigned Lease Schedule, dated as of June 30, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 attached duly filed with the Commission under Recordation Number 17892-G.

The names and addresses of the parties to the enclosed document are:

Assignor: Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

Assignee: Signet Leasing and Financial Corporation  
7 St. Paul Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed document is:

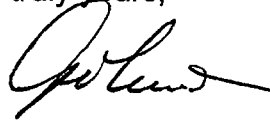
153 rail tank cars CAGX 950000 through CAGX 950152

Mr. Vernon A. Williams  
August 2, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures



**Interstate Commerce Commission**  
**Washington, D.C. 20423-0001**

8/4/95

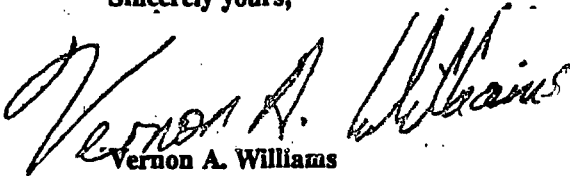
**Office Of The Secretary**

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/4/95 at 12:40PM, and assigned recordation number(s). 17892-L and 17892-M.

Sincerely yours,

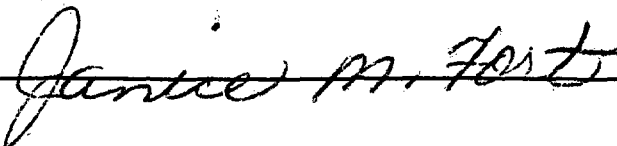
  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100722013)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 17892-1 FILED 1425  
AUG 11 1995 - 12 40 PM  
MICHIGAN STATE COMMERCE COMMISSION

Memorandum of Master Purchase and Assignment Agreement and Specification of Assigned Lease Schedule dated as of June 30, 1995 between Pitney Bowes Credit Corporation, a New York corporation, ("Assignor") and Signet Leasing and Financial Corporation, a Maryland corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to ConAgra, Inc. ("Lessee") one hundred and fifty-three (153) Trinity 25,498 Gallon Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W1, Model 30-255-5 with reporting marks CAGX 950000 to and including CAGX 950152 under Lease Schedule No. 809 to Master Equipment Lease Agreement No. 1801184 dated April 24, 1992, inclusive (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Master Purchase and Assignment Agreement and Specification of Assigned Lease Schedule may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of this 30 day of JUNE, 1995.

PITNEY BOWES CREDIT CORPORATION

By: Michael J. Leyh

Title: MICHAEL J. LEYH  
Vice President  
Credit/Operations

SIGNET LEASING AND FINANCIAL CORPORATION

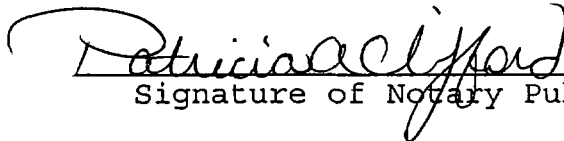
By: [Signature]  
Title: Portfolio Manager

ICC  
COPY

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut    )  
                                  )    SS:  
County of Fairfield    )

On this 30 day of JUNE, 1995, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Signature of Notary Public

My commission expires 5/31/2000

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

STATE OF MARYLAND )

COUNTY OF ANNE ARUNDEL ) SS:

On this 30th day of June, 1995, before me personally appeared Angelique A. Pefinis-Newport, to me personally known, who being by me duly sworn, says that she is the Portfolio Manager of Signet Leasing and Financial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara A. Hartman

Signature of Notary Public

My Commission expires: 1/10/99

